

**MINUTES OF THE MEETING OF THE  
UNIFORM COMMERCIAL CODE COMMITTEE  
OF THE BUSINESS LAW SECTION  
OF THE STATE BAR OF CALIFORNIA**

**December 13, 2005  
(9:30 a.m. to 12:30 p.m.)  
Offices of Pillsbury Winthrop Shaw Pittman LLP**

The December 13, 2005 meeting of the Uniform Commercial Code Committee (the "Committee") was called to order at approximately 9:30 a.m. with Arnie Rosenberg presiding.

**A. ADMINISTRATIVE MATTERS**

1. **Roll Call.** Arnie Rosenberg called out the members' names and noted their presence or absence. See page 4 for attendance sheet.
2. **Consideration of Minutes of August 9 and November 8 Meetings.** The minutes for both meetings were approved subject to noting that Kevin Cops was present at the November 8 meeting.
3. **Future Meeting Dates/Locations.** The Committee set the following dates and locations for the next four meetings: Tuesday, January 10, 2006, at 9:30 a.m. via videoconference in the offices of Morrison Foerster; Tuesday, February 7, 2006, at 9:30 a.m. via videoconference in the offices of Pillsbury Winthrop Shaw Pittman LLP ("PWSP"); Thursday, March 16, 2006, at 9:30 a.m. via videoconference in the offices of PWSP, subject to confirmation of availability of videoconference equipment; and Tuesday, April 11, 2006, at 9:30 a.m. via videoconference in the offices of PWSP, subject to confirmation of availability of videoconference equipment.
4. **Committee Application.** The Committee considered and voted to recommend the approval of the application to join the Committee submitted by Elliott Hinds.
5. **Open Committee Positions.** The Committee now has 25 members plus Harry Sigman. If the Executive Committee approves the nomination of Mr. Hinds to join the Committee, one vacancy will remain. Arnie Rosenberg reminded members that the Committee is still accepting applications to fill that vacancy.

**B. SUBCOMMITTEE AND OTHER REPORTS**

1. **Jury Trial Waiver/Grafton Case.** John Oehmke reported that the Corporations Committee drafted a legislative proposal to amend section 631 of the California Code of Civil Procedure which would permit contractual waiver of jury trials other than in consumer transactions. Extensive discussion ensued regarding the draft proposal, particularly with respect to when a jury trial commences. It was resolved that the subcommittee would forward comments on the draft to the Corporations Committee and copy the Executive Committee.

2. **Hidden Liens.** Arnie Rosenberg reported that Stacy Hopkins received from Bob Anderson a list of hidden liens that remain to be analyzed and a draft of the write-ups of hidden liens that have been completed to date. The remaining list of hidden liens needs to be distributed to members for write-up.

3. **Uniform Certificate of Title Act.** Konrad Schreier reported that the subcommittee prepared a digest of comments to the Uniform Certificate of Title Act and he requested that comments to the digest be sent to him.

4. **Foreign Centralized Filing.** Arnie Rosenberg reported on the status of having practitioners in countries covered by the report confirm the accuracy of the information in the report. Arnie also noted that he intends to publish articles related to his work on foreign filing systems in the American Bar Association's commercial law newsletter and the State Bar's Business Law News.

5. **Mission Statement.** Jim Hayes received comments from members to the draft mission statement. It was resolved that the Committee would adopt the mission statement as revised.

6. **Website Development and E-Communications.** There was no report from this subcommittee.

7. **Deposit Account Control Agreement.** The Committee discussed the subcommittee's comments to the latest draft of the ABA's model form of deposit account control agreement. The Committee resolved to have Doug Krause submit the subcommittee's comments to the ABA.

8. **Legislative Tracking.** Hugh Lawrence proposed that certain search parameters be narrowed and others eliminated. The Committee resolved to approve such changes.

9. **Liaison.** Jim Hayes reported that the winter meeting of the American Bankruptcy Institute contained great programs on Article 2A and the Bankruptcy Code. Program materials were distributed to members.

10. **Publications and Programs.** Arnie Rosenberg volunteered to present a program on foreign filing systems at the State Bar's annual meeting.

#### C. **EX-COMM. LIAISON UPDATE**

1. **Ex-Comm. Liaison Update.** Pauline Stevens reported that the UCC Committee was praised at the last Ex-Comm meeting for maintaining a good website. She also noted that she would take our comments on the Grafton Legislative Proposal to Ex-Comm.

#### D. **OTHER ITEMS NOT ON AGENDA**

1. **Judgment Liens.** Harry Sigman noted that he received an email from the Insolvency Committee to change Code of Civil Procedure section 697.530 relating to judgment

liens. The Committee resolved to form a subcommittee to work with the Insolvency Committee to determine whether the statutory provision should be amended. The following members agreed to serve on the subcommittee: Barry Graynor (chair), Jim Hayes, John Oehmke, Audrey Sung and Arnie Rosenberg.

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The meeting was adjourned at approximately 12:30 p.m.

Attendance at December 13, 2005 Meeting:

R. Paul Barkes	Absent
Arnold Rosenberg	Present
James S. Cochran	Present
Barry A. Dubin	Present
Harry C. Sigman	Present
Robert B. Anderson	Absent
Ed Christian	Absent
Kevin Cops	Present
Francis X. Ferrer	Present
Demetra Georgelos	Present
Barry A. Graynor	Present
James A. Hayes, Jr.	Present
Nina Hong	Present
Stacy Hopkins	Absent
David Isenberg	Present
Doug Krause	Present
Hugh Lawrence	Present
Jean LeBlanc	Absent
John Oehmke	Present
Kathleen Rothman	Present
Brenda H. Ruttenberg	Present
Konrad F. Schreier III	Present
Wansun Song	Present
Pauline Stevens	Present
Margreta Sundelin	Present
Audrey L. Sung	Present
Demetria Vong-Spillan	Absent
Troy Zander	Present